

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

In re:

USA UNITED FLEET, INC.,
et al.,¹

Debtors.

Chapter 11

Case No. 11-45867 (JF)

Joint Administration Requested

ORDER SHORTENING TIME PERIOD FOR NOTICE PURSUANT TO FED .R. BANKR. P. 9006(c)(1) AND 9007 AND LOCAL BANKRUPTCY RULE 9077-1 AND SCHEDULING HEARING ON THE DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS PURSUANT TO 11 U.S.C. §§ 105, 361, 362 AND 363 APPROVING THE USE OF CASH COLLATERAL, PROVIDING ADEQUATE PROTECTION AND SETTING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001; AND (B) THE DEBTORS' MOTION FOR INTERIM AND FINAL ORDERS (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO (A) PAY PREPETITION EMPLOYEE OBLIGATIONS AND (B) CONTINUE EMPLOYEE BENEFIT PLANS AND PROGRAMS POSTPETITION; (II) AUTHORIZING THE DEBTORS TO PAY WITHHOLDING AND PAYROLL-RELATED TAXES AND (III) DIRECTING ALL BANKS TO HONOR PREPETITION CHECKS AND TRANSFERS FOR PAYMENT OF EMPLOYEE OBLIGATIONS

Upon the ex-parte application (the "**Application**") of the above-captioned debtors and debtors in possession (the "**Debtors**") for entry of an order shortening the time period for notice pursuant to Fed. R. Bankr. P. 9006(c)(1) and 9007 and Local Bankruptcy Rule 9077-1(c) and scheduling a hearing on the following motions filed by the Debtors: (1) Debtors' Motion for entry of interim and final orders pursuant to 11

¹ USA United Fleet, Inc. is also known as Shoreline Fleet, Inc. ("**United/Shoreline Fleet**") (EIN: 2027). In addition to United/Shoreline Fleet, the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: USA United Holdings, Inc., a/k/a Shoreline Merge, Inc. ("**United Holdings**" or "**Shoreline Merge**") (EIN: 2108); United Tom Tom Transportation, Inc., a/k/a Shoreline Buses, Inc. ("**United Tom Tom**" or "**Shoreline Buses**") (EIN: 2052); USA United Bus Express, Inc., a/k/a Shoreline Bus Express ("**United Bus**" or "**Shoreline Express**") (EIN: 2102); USA United Transit, Inc., a/k/a Shoreline Pupil Transit, Inc. ("**United Transit**" or "**Shoreline Pupil**") (EIN: 2039); United Fleet, Inc. ("**United Fleet**") (EIN: 2431); Tom Tom Escorts Only, Inc. ("**Tom Tom Escorts**") (EIN: 3612); and Shoreline Transit, Inc. ("**Shoreline Transit**") (EIN: 3428).

U.S.C. §§ 105, 361, 362 and 363 approving the use of cash collateral, providing adequate protection and setting a final hearing pursuant to Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Cash Collateral Motion”) and (2) Motion of the Debtors for Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Employee Obligations and (B) Continue Employee Benefit Plans and Programs Postpetition; (II) Authorizing The Debtors to Pay Withholding and Payroll-Related Taxes and (III) Directing All Banks to Honor Prepetition Checks and Transfers for Payment of Employee Obligations (the “Employee Wages Motion”); and upon the Declaration of Todd E. Duffy Pursuant to Rule 9077-1 of the Local Bankruptcy Rules for the Eastern District of New York submitted in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and consideration of the Application and the relief requested therein being a core proceeding as defined in 28 U.S.C. § 157(b)(2); and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and the Court finding that the Debtors have shown adequate cause for the shortening of the notice period required under Fed. R. Bankr. P. 2002(a)(2); and upon all of the proceedings had before the Court and upon due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that that the Application is hereby GRANTED; and it is further
ORDERED, that the time period required for notice of hearing on the Cash Collateral Motion and the Employee Wages Motion is hereby shortened under Fed. R. Bankr. P. 9006(c)(1), 9007 and Local Bankruptcy Rule 9077-1(c) and a hearing on the

Cash Collateral Motion and the Employee Wages Motion shall be held before the Honorable Jerome Feller in the United States Bankruptcy Court for the Eastern District of New York, Conrad B. Duberstein United States Bankruptcy Courthouse, 271 Cadman Plaza East - Suite 1595, Brooklyn, NY 11201-1800, on July 8, 2011 at 9:00 a.m. ~~/p.m.~~; and it is further

ORDERED, that true copies of this Order, the Application and the Cash Collateral and Employee Wages Motion shall be served, by overnight mail, on ~~or~~ July 7, 2011 by 1:00 p.m., upon the following parties:

- (A) the United States Trustee;
- (B) each of the Debtors' unsecured creditors holding the twenty largest unsecured claims against each Debtor's estate;
- (C) counsel to Comerica Bank;
- (D) the Office of the United States Attorney for the Eastern District of New York;
- (E) counsel to the Union;
- (E) any other parties known to possess or assert any interest in or lien on the Assets;
- (F) the Internal Revenue Service; and
- (G) all federal, state and local taxing authorities, recording offices or any other governmental authorities that have jurisdiction over the Debtors' businesses,

ORDERED, that objections, if any, to the Cash Collateral and Employee Wages Motion must be in writing and filed with the Bankruptcy Court in accordance with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Eastern District of New York, and shall be served upon: (a) proposed counsel to the Debtors, Anderson Kill & Olick, P.C. (b) counsel for Comerica Bank, (c) counsel to the Union; and (d) Office of the U.S. Trustee for the Eastern District of New York, 271 Cadman Plaza East - Suite 4529, Brooklyn, N.Y. 11201 ~~560 Federal Plaza, Central Islip, NY 11722,~~

Attn: William Curtin, Esq., so as to be received by all of the aforementioned parties by

no later than July 8, 2011 at 8:30 a.m./~~p.m.~~

Dated: Brooklyn, New York
July 7, 2011

s/Jerome Feller
UNITED STATES BANKRUPTCY JUDGE